

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

X

HIGHFIELDS CAPITAL LTD., :
HIGHFIELDS CAPITAL I LP, :
HIGHFIELDS CAPITAL II LP, :
Plaintiffs, : Civ. No. 04-10624 (MLW)
v. :
SCOR, S.A., :
Defendant. :
X

**DEFENDANT SCOR'S MOTION FOR LEAVE
TO FILE SUPPORTING MATERIALS UNDER SEAL**

Defendant SCOR respectfully requests leave, pursuant to Local Rule 7.2, to file under seal exhibits numbered 12, 13, 14 and 15 to the accompanying Declaration of Douglas H. Meal In Support of Defendant SCOR's Opposition to Plaintiffs' Motion To Affirm Subject Matter Jurisdiction, or in the Alternative, To Refer Case to State Court ("Declaration of Douglas H. Meal").

As grounds for this motion, SCOR states the following:

1. Pursuant to a Stipulation and Protective Order entered by the Court on February 27, 2006 ("Protective Order"), the parties may designate material for protection under the Protective Order as either "Confidential" or "Highly Confidential." Under the terms of the Protective Order, "Confidential Information" may include all non-public materials containing information related to: financial or business plans, data or projections; proposed plans and strategies; studies or analyses; current or former personnel, including officers, directors or employees, of any party to the Action; information or documents subject to confidentiality or non-disclosure agreements with

third parties; medical information; or other commercially sensitive or proprietary information. Protective Order, ¶2(a). Under the terms of the Protective Order, “Highly Confidential Information” may include non-public materials containing information related to trade secrets or other confidential research, development or commercial information within the meaning of Rule 26(c)(7) of the Federal Rules of Civil Procedure and any applicable case law interpreting Rule 26(c)(7), including, but not limited to, minutes of meetings of the Board of Directors of both SCOR and IRP or committees of those Boards of Directors, that is entitled to a higher level of protection than Confidential Information because of its commercial sensitivity and the likelihood of harm resulting from disclosure.” Protective Order, ¶2(b).

2. Plaintiffs have designated the exhibits numbered 12, 13, and 14 to the Declaration of Douglas H. Meal as “Confidential” and the exhibit numbered 15 as “Highly Confidential.” SCOR takes no position on this motion as to whether Plaintiffs’ confidentiality designations are well founded.

3. Pursuant to Paragraph 15 of the Protective Order, the exhibits designated by Plaintiffs as “Confidential” and “Highly Confidential” must be filed under seal in accordance with the Court’s rules.

4. Pursuant to Local Rule 7.2(a) and (c), upon any further order of the Court lifting the impoundment of the materials set forth herein, custody of the materials shall be returned to counsel for SCOR noted below:

Douglas H. Meal.
Ropes & Gray LLP
One International Place
Boston, MA 02110
(617) 951-7000

The Clerk shall advise Mr. Meal if the impoundment order is lifted and allow him a reasonable time to retrieve the materials from the Court.

For these reasons, SCOR respectfully requests that the Court allow this motion for leave to file under seal the exhibits numbered 12, 13, 14 and 15 to the Declaration of Douglas H. Meal.

Respectfully submitted,

SCOR, S.A.

By its attorneys,

/s/ Douglas H. Meal

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May 2, 2006

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CERTIFICATE OF COMPLIANCE WITH LR 7.1

I hereby certify that counsel for SCOR conferred with counsel for Plaintiffs in a good faith effort to resolve the issues set forth herein..

/s/ Giselle J. Joffre
Giselle J. Joffre

CERTIFICATE OF SERVICE

I hereby certify that on May 2, 2006, I caused a true and correct copy of the foregoing document, Defendant SCOR's Motion for Leave to File Supporting Materials Under Seal, to be served by hand upon:

Lisa C. Wood, Esq.
FOLEY HOAG LLP
Seaport World Trade Center West
155 Seaport Boulevard
Boston, MA 02210

/s/ Giselle J. Joffre
Giselle J. Joffre